

LAUREATE EDUCATION, INC.
Form SC 13G/A
February 15, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

Laureate Education, Inc.

(Name of Issuer)

Class A Common Stock, \$0.001 par value per share
(Title of Class of Securities)

518613203
(CUSIP Number)

February 6, 2019
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)

o Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAME OF REPORTING PERSONS

1

Melvin Capital Management LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware, USA

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

6,700,000

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

6,700,000

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,700,000*

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.27%

12

TYPE OF REPORTING PERSON

IA

*Includes 500,000 shares subject to call options.

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NAME OF REPORTING PERSONS

1

Melvin Capital Master Fund Ltd

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

4,970,426

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

4,970,426

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,970,426*

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.39%

12

TYPE OF REPORTING PERSON

CO

*Includes 421,100 shares subject to call options.

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Item 1. (a) Name of Issuer

Laureate Education, Inc. (the "Issuer")

Item 1. (b) Address of Issuer's Principal Executive Offices

650 South Exeter Street

Baltimore, MD 21202

Item 2. (a, b, c) Names of Person Filing, Address of Principal Business Office, Citizenship:

Melvin Capital Management LP, a Delaware limited partnership, 527 Madison Avenue, 25th Floor, New York, NY 10022.

Melvin Capital Master Fund Ltd, a Cayman Islands exempt entity, 527 Madison Avenue, 25th Floor, New York, NY 10022.

Item 2. (d) Title of Class of Securities

Class A Common Stock, par value \$0.001 per share

Item 2. (e) CUSIP No.:

518613203

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Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ° An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

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Item 4. Ownership

Information with respect to Melvin Capital Management LP's (the "Firm") and Melvin Capital Master Fund Ltd's ("Melvin Master") ownership of the Common Stock as of February 6, 2019 is incorporated by reference to items (5) - (9) and (11) of the respective cover page of the Firm and Melvin Master.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

The Firm is the investment manager to Melvin Master, a Cayman Islands exempted company, Melvin Capital Onshore LP, a Delaware limited partnership ("Melvin Onshore"), Melvin Capital II LTD, ("Melvin II") and one or more managed accounts (the "Managed Accounts" and together with Melvin Master and Melvin Onshore and Melvin II, the "Melvin Funds and Accounts").

As of February 6, 2019, the Firm may be deemed to beneficially own an aggregate of 6,700,000 shares of Common Stock of the Issuer. The number of shares reported above consists of (i) 4,549,326 shares of Common Stock and call options exercisable into 421,100 shares of Common Stock held by Melvin Master, (ii) 1,047,810 shares of Common Stock and call options exercisable into 78,900 shares of Common Stock held by Melvin Onshore and (iii) 602,864 shares of Common Stock held by the Managed Accounts. The Firm, as the investment manager to the Melvin Funds and Accounts, may be deemed to beneficially own the 6,200,000 shares of Common Stock and the call options exercisable into 500,000 shares of Common Stock held by the Melvin Funds and Accounts. Ownership is based on

91,654,217 shares of Common Stock deemed issued and outstanding as of September 30, 2018 based on information from the Issuer.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 15, 2019

Melvin Capital Management LP

By: */s/ Evan Cohen*

Evan Cohen, Chief Compliance Officer

Melvin Capital Master Fund Ltd

By: */s/ Evan Cohen* Evan Cohen, Chief Compliance Officer

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Exhibit I

JOINT FILING STATEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G/A, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G/A, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: February 15, 2019

Melvin Capital Management LP

By: */s/ Evan Cohen* Evan Cohen, Chief Compliance Officer

Melvin Capital Master Fund Ltd

By: Melvin Capital Management LP

By: */s/ Evan Cohen*
Evan Cohen, Chief Compliance Officer